

YOUNG CONAWAY STARGATT & TAYLOR, LLP
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Pauline K. Morgan
Ryan M. Bartley
Travis G. Buchanan

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

-----X
In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
-----X

**THIRD MONTHLY FEE STATEMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP
FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED
AS CONFLICTS COUNSEL FOR THE DEBTORS FOR THE PERIOD
FROM DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Conflicts Counsel for the Debtors
Date of Retention:	November 13, 2018, <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	December 1, 2018 through December 31, 2018
Monthly Fees Incurred:	\$78,582.50
20% Holdback:	\$15,716.50
Total Compensation Less 20% Holdback:	\$62,866.00
Monthly Expenses Incurred:	\$916.78
Total Fees and Expenses Due:	\$63,782.78

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby submits this third monthly fee statement (the “Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as conflicts counsel to the Debtors for the period from December 1, 2018 through December 31, 2018 (the “Monthly Fee Period”). By this Monthly Fee Statement, Young Conaway seeks payment in the amount of \$63,782.78 which is comprised of (i) \$62,866.00, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Monthly Fee Period,

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

and (ii) reimbursement of \$916.78, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Young Conaway's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Young Conaway's billing rates during the Monthly Fee Period, (iv) amount of fees earned by each Young Conaway professional, and (v) the number of years in practice for each attorney. The blended hourly billing rate of Young Conaway attorneys during the Monthly Fee Period is approximately **\$477.68**. The blended hourly rate of paralegals and other non-legal staff during the Monthly Fee Period is approximately **\$285.00**.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Young Conaway professionals for the Monthly Fee Period and summary materials related thereto. The description of the work done by counsel in the time detail may have been edited to protect the confidential and privileged nature of the work completed.

Notice and Objection Procedures

Notice of this Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road,

Hoffman Estates, Illinois 60179 (Attn: Rob Riecker, Luke Valentino, Esq.); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the U.S. Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq., and Richard Morrissey, Esq.); (iv) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors; and (v) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent (collectively, the “Notice Parties”).

Objections to this Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **February 14, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: January 30, 2019

/s/ Pauline K. Morgan

YOUNG CONAWAY STARGATT & TAYLOR, LLP
1270 Avenue of the Americas, Suite 2201
New York, New York 10020
Tel: (212) 332-8840
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Pauline K. Morgan
Ryan M. Bartley
Travis Buchanan

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Name of Partners and Counsel	Title	Department	Years in Practice	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Rolin Bissell	Partner	Corporate	33	920.00	8.40	7,728.00
Pauline K. Morgan	Partner	Bankruptcy	31	920.00	13.20	12,144.00
Ryan M. Bartley	Partner	Bankruptcy	11	565.00	36.80	20,792.00
Total Partners and Counsel:					58.40	40,664.00

Name of Associate	Title	Department	Years in Practice	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Travis Buchanan	Associate	Bankruptcy	7	460.00	28.00	12,880.00
James Deal	Associate	Corporate	3	350.00	33.10	11,585.00
Jared W. Kochenash	Associate	Bankruptcy	< 1	285.00	29.40	8,379.00
Michael A. Laukaitis II	Associate	Corporate	< 1	300.00	6.00	1,800.00
Kevin P. Rickert	Associate	Corporate	< 1	300.00	7.40	2,220.00
Total Associates/Law Clerks:					103.90	36,864.00

Name of Paralegals and Other Non-Legal Staff	Title	Department	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Brenda Walters	Paralegal	Bankruptcy	285.00	3.70	1,054.50
Total Paralegals:				3.70	1,054.50

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	698.69	58.40	40,664.00
Associates/Law Clerks	354.80	103.90	36,864.00
Paralegals/Non-Legal Staff	285.00	3.70	1,054.50
Blended Attorney Rate	477.68		
Total Fees Incurred:		166.00	78,582.00

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Project Category	Total Hours	Total Fees (\$)
Case Administration (B001)	.30	113.50
Court Hearings (B002)	6.40	3,493.00
Cash Collateral/DIP Financing (B003)	.30	276.00
Use, Sale or Lease of Property (B006)	3.50	2,226.00
Claims Analysis, Objections and Resolutions (B007)	144.60	65,593.00
Meetings	4.60	3,344.50
Retention of Professionals/Fee Issues (B017)	1.30	658.50
Fee Application Preparation (B018)	5.00	2,878.00
TOTAL	166.00	78,582.50

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Expenses Category	Total Expenses (\$)
Computerized Legal Research	679.18
Reproduction Charges	30.60
Teleconference / Video Conference	207.00
TOTAL	916.78

Sears Holdings Corporation

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Invoice Date:

January 4, 2019

Invoice Number:

50002266

Matter Number:

072902.1003

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
12/03/18	Photocopy Charges Duplication BW	20.00	2.00
12/03/18	Photocopy Charges Duplication BW	24.00	2.40
12/03/18	Photocopy Charges Duplication BW	12.00	1.20
12/03/18	Photocopy Charges Duplication BW	20.00	2.00
12/03/18	Photocopy Charges Duplication BW	20.00	2.00
12/04/18	Photocopy Charges Duplication BW	13.00	1.30
12/05/18	Photocopy Charges Duplication BW	15.00	1.50
12/06/18	Computerized Legal Research Lexis	1.00	380.00
12/06/18	Computerized Legal Research Lexis	1.00	79.00
12/06/18	Computerized Legal Research Westlaw Search by: KOCHENASH, JARED W	27.00	58.86
12/06/18	Computerized Legal Research Westlaw Search by: BUCHANAN, TRAVIS G	47.00	102.46
12/07/18	Computerized Legal Research Westlaw Search by: BUCHANAN, TRAVIS G	27.00	58.86
12/07/18	Photocopy Charges Duplication BW	7.00	0.70
12/07/18	Photocopy Charges Duplication BW	9.00	0.90
12/07/18	Photocopy Charges Duplication BW	7.00	0.70
12/07/18	Photocopy Charges Duplication BW	16.00	1.60
12/11/18	Photocopy Charges Duplication BW	18.00	1.80
12/13/18	Photocopy Charges Duplication BW	6.00	0.60
12/19/18	Teleconference / Video Conference Case Num: Sears Holdings Corporation / CCID 9499773 Appr Atty: Ryan M. Bartley Court Call	1.00	65.00
12/20/18	Photocopy Charges Duplication BW	5.00	0.50
12/20/18	Photocopy Charges Duplication BW	18.00	1.80
12/27/18	Teleconference / Video Conference Case Num: Sears Holdings Corporation / CCID 9501171 Appr Atty: Ryan M. Bartley Court Call	1.00	142.00
12/28/18	Photocopy Charges Duplication BW	18.00	1.80
12/28/18	Photocopy Charges Duplication BW	20.00	2.00
12/28/18	Photocopy Charges Duplication BW	18.00	1.80
12/28/18	Photocopy Charges Duplication BW	12.00	1.20
12/28/18	Photocopy Charges Duplication BW	12.00	1.20
12/31/18	Photocopy Charges Duplication BW	16.00	1.60
Total			\$916.78

Sears Holdings Corporation

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Invoice Date: January 4, 2019

Invoice Number: 50002266

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Cost Summary

<u>Description</u>	<u>Amount</u>
Computerized Legal Research	679.18
Reproduction Charges	30.60
Teleconference / Video Conference	207.00
Total	\$916.78

Exhibit D

Time Detail

YOUNG CONAWAY STARGATT & TAYLOR, LLP

RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

P.O. BOX 391
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600
(800) 253-2234 (DE ONLY)

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(302) 571-1253 FAX
www.ycst.com

Writer's Direct Dial
(302) 571-6707

Writer's E-Mail
pmorgan@ycst.com

Sears Holdings Corporation
333 Beverly Rd
c/o Alan Carr, Director
Hoffman Estates, IL 60178

Invoice Date:	January 4, 2019
Invoice Number:	50002266
Matter Number:	072902.1003

Re: Debtor Representation

CURRENT INVOICE

Professional Services	\$	78,582.50
Disbursements	\$	<u>916.78</u>
Total Due This Invoice	\$	79,499.28

Sears Holdings Corporation

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Invoice Date:

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Invoice Number:

50002266

Matter Number:

072902.1003

Time Detail**Task Code:** B001 Case Administration

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/19/18	RBART	Correspondence with T. Lii re: RSC meeting	0.10	565.00	56.50
12/26/18	JKOCH	Review R. Bartley's email re: status update	0.20	285.00	57.00
Total			0.30		113.50

Task Code: B002 Court Hearings

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/17/18	BWALT	Email from/to R. Bartley re: 12/18 hearing (.1); review agenda, and docket re: provider for 12/18 and 12/20 hearings (.2)	0.30	285.00	85.50
12/18/18	BWALT	Set-up R. Bartley for 12/18 hearing (.2); emails with R. Bartley re: status of 12/18 hearing (.2); set-up R. Bartley for 12/20 hearing (.2)	0.60	285.00	171.00
12/18/18	RBART	Participate in Omnibus hearing (sale process update, SHIP sale)	1.10	565.00	621.50
12/18/18	RBART	Discussions with J. Kochenash and P. Morgan to provide update from sale hearing	0.30	565.00	169.50
12/18/18	JKOCH	Discuss case status with R. Bartley	0.30	285.00	85.50
12/18/18	PMORG	Review hearing results re: status of sale, release issues	0.30	920.00	276.00
12/20/18	RBART	Participate in omnibus hearing re: Junior DIP, MTNs	3.20	565.00	1,808.00
12/20/18	PMORG	Review memo from R. Bartley re: results of 12/20 hearing and chambers conference; Emails with R. Bartley re: same	0.30	920.00	276.00
Total			6.40		3,493.00

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Matter Number:

072902.1003

Task Code: B003 Cash Collateral/DIP Financing

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/05/18	PMORG	Email to T. Lii re: weekly carve-out reporting	0.10	920.00	92.00
12/19/18	PMORG	Emails with T. Lii re: carve-out reporting	0.10	920.00	92.00
12/26/18	PMORG	Emails with R. Britton re: weekly carve-out reporting	0.10	920.00	92.00
Total			0.30		276.00

Task Code: B006 Use, Sale or Lease of Property (363 issues)

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/06/18	PMORG	Review ESL indication of interest and emails with R. Bartley re: same	0.40	920.00	368.00
12/20/18	RBART	Review materials related to bid	0.40	565.00	226.00
12/26/18	RBART	Correspondence with B. Britton and P. Morgan re: status of sale process/RSC's work plan and RSC meetings (.2); Call with R. Britton re: update on negotiations with ESL (.5) and prepare memo to file and update team re: same (.6)	1.30	565.00	734.50
12/28/18	PMORG	Review update from R. Bartley re: ESL bid and release proposals	0.10	920.00	92.00
12/28/18	RBART	Call with R. Britton and follow up to P. Morgan re: status of discussions with ESL re: bid	0.30	565.00	169.50
12/31/18	RBART	Correspondence with R. Britton and P. Morgan re: sales process and bidding (.2) and review bid summary materials (.6)	0.80	565.00	452.00
12/31/18	PMORG	Review update re: qualified bids	0.20	920.00	184.00
Total			3.50		2,226.00

Task Code: B007 Claims Analysis, Objections and Resolutions

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/01/18	JDEAL	Review documents re: work plan	2.30	350.00	805.00
12/02/18	JDEAL	Analyze documents re: work plan	8.10	350.00	2,835.00
12/02/18	JKOCH	Review transaction documents and prepare summary	3.50	285.00	997.50
12/03/18	JKOCH	Review and discuss debt transactions with R. Bartley and T. Buchanan	1.20	285.00	342.00

Sears Holdings Corporation

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/03/18	JKOCH	Discuss work plan with T. Buchanan	0.20	285.00	57.00
12/03/18	RBART	Correspondence with R. Bissell re: meeting (.1); meet with J. Kochenash and T. Buchanan (partial) re: analysis of transactions (1.2); review and analyze material and document production re: background to and implementation of transactions (4.9); Call with P. Morgan and R. Bissell re: same (.20)	6.40	565.00	3,616.00
12/03/18	JKOCH	Review transaction documents and prepare summary	2.40	285.00	684.00
12/03/18	RBISS	Review materials re transactions (2.8); email to P. Morgan and R. Bartley re updated research on legal theories (.4); teleconference with P. Morgan and R. Bartley re legal theories and facts concerning transactions (.2)	3.40	920.00	3,128.00
12/03/18	TBUCH	Research related to claims analysis (3.5); prepare for and meet with R. Bartley and J. Kochenash re: same (.8)	4.30	460.00	1,978.00
12/03/18	PMORG	Reviewed materials re: potential claims (1.30); Review emails from R. Bissell re: same (.10); Conference call with R. Bissell and R. Bartley re: same (.20)	1.60	920.00	1,472.00
12/04/18	RBART	Calls with P. Morgan and J. Hurwitz re: status of RSC's mandate/engagement and RSC meetings (.5); call with R. Britton (.1) and follow up to team re: upcoming RSC meetings (.5); review materials and follow up with YCST team re: review of transactions (.6); Work with J. Kochenash re: status of review of transactions (.3); review materials and comment on/revise summary (1.2); Meet with P. Morgan and R. Bissell (partial) re: work plan (1.0); correspondence with Evercore team re: transaction review and analysis (0.2)	4.40	565.00	2,486.00
12/04/18	JKOCH	Review transactions, update summary (1.40); discuss summary of debt transactions with R. Bartley (.30); update debt transaction summary chart with R. Bartley and T. Buchanan's comments (.2)	1.90	285.00	541.50

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/04/18	RBISS	Review materials re transactions (.8); research developments in indenture cases (.6); conference with P. Morgan and R. Bartley re legal theories and facts concerning transactions (1.0)	2.40	920.00	2,208.00
12/04/18	TBUCH	Research related to claims analysis	2.90	460.00	1,334.00
12/04/18	PMORG	Review summary and timeline of debtor transactions (1.4); calls with J. Hurwitz and R. Bartley re: same (.5); emails with R. Bartley re: same (.1); meet with R. Bissell and R. Bartley re: same (1.0)	3.00	920.00	2,760.00
12/05/18	RBART	Call with Evercore re: analysis of transactions and prepare memo to file re: same (.8); outline issues for consideration to YCST team (.6); Call with P. Morgan re: work plan/status (0.2)	1.60	565.00	904.00
12/05/18	RBISS	Review materials re transactions (.4); teleconference and email with R. Bartley re Evercore analysis (.3)	0.70	920.00	644.00
12/05/18	JDEAL	Document review re: work plan	0.20	350.00	70.00
12/05/18	PMORG	Call with R. Bartley re: claim investigation (.20); Emails with R. Bartley re: same (.10); Review additional documents re: same (.40); Emails with clients re: same (.20)	0.90	920.00	828.00
12/06/18	JKOCH	Review transaction documents	1.70	285.00	484.50
12/06/18	JKOCH	Research re: causes of action	1.80	285.00	513.00
12/06/18	RBISS	Review IOI from ESL (.3); email with R. Bartley re analysis of claims (.1)	0.40	920.00	368.00
12/06/18	RBART	Correspondence with R. Britton and T. Lii re: ESL offer (.2); review and analyze same (.4); correspondence with RSC and P. Morgan re: update meeting (.2); Correspondence with R. Bissell (.1) and call with P. Morgan re: upcoming meeting with RSC (.4); correspondence with J. Deal, T. Buchanan and J. Kochenash re: status of work plan (.3)	1.60	565.00	904.00
12/06/18	TBUCH	Research related to claims analysis	2.10	460.00	966.00
12/06/18	JDEAL	Document review re: work plan	1.60	350.00	560.00
12/06/18	PMORG	Call with R. Bartley re: claims analysis	0.40	920.00	368.00

Sears Holdings Corporation

Invoice Date:

January 4, 2019

Invoice Number:

50002266

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/07/18	RBART	Prepare for calls with Paul Weiss and RSC (.2); Call with R. Britton re: status (.2); call with P. Morgan in advance of meeting (.2); Call with RSC (.30) and follow up to YCST team re: meeting (.3); confer with T. Buchanan and J. Kochenash re: status of work plan (.5) and follow up with J Kochenash (.3); work with J. Deal re: status of work plan and review of materials (.3); review materials relative to review of transactions (.9)	3.20	565.00	1,808.00
12/07/18	JKOCH	Meet with T. Buchanan and R. Bartley re: work plan	0.80	285.00	228.00
12/07/18	RBISS	Follow up re analysis of claims	0.20	920.00	184.00
12/07/18	TBUCH	Research related to claims analysis (3.5); meet with R. Bartley and J. Kochenash re: same (.8)	4.30	460.00	1,978.00
12/07/18	JDEAL	Document review re: work plan	1.70	350.00	595.00
12/07/18	JDEAL	Meeting with R. Bartley re: work plan	0.30	350.00	105.00
12/07/18	PMORG	Call with clients and R. Bartley re: status of investigation, next steps (.3); calls with R. Bartley re: same (.2); Review file memo re: same (.1)	0.60	920.00	552.00
12/08/18	JKOCH	Assist with formulating search queries	0.20	285.00	57.00
12/08/18	TBUCH	Email correspondence with J. Deal (4x) and J. Kochenash (3x) re: claims analysis	0.70	460.00	322.00
12/08/18	JDEAL	Document review re: work plan	0.80	350.00	280.00
12/09/18	RBART	Correspondence and call with J. Deal re document review	0.30	565.00	169.50
12/09/18	TBUCH	Email correspondence with J. Deal and J. Kochenash (2x) re: claims analysis	0.30	460.00	138.00
12/09/18	JDEAL	Phone call with R. Bartley re: work plan	0.20	350.00	70.00
12/09/18	JDEAL	Document review re: work plan	3.00	350.00	1,050.00
12/10/18	JDEAL	Meeting with M. Laukaitis re: work plan	0.30	350.00	105.00
12/10/18	RBART	Correspondence and discussion with J. Deal re: document review	0.20	565.00	113.00
12/10/18	JDEAL	Document review re: work plan.	6.90	350.00	2,415.00
12/10/18	JDEAL	Meeting with T. Buchanan, J. Kochenash, K. Rickert re: work plan	0.30	350.00	105.00
12/10/18	JDEAL	Discussion with R. Bartley re: work plan	0.20	350.00	70.00
12/10/18	JKOCH	Review debt transaction documents	8.60	285.00	2,451.00
12/10/18	JKOCH	Meet with YCST team to discuss work plan	0.30	285.00	85.50

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/10/18	KRICK	Review documents re: claims analysis (3.0); Meet with team re: same (.30)	3.30	300.00	990.00
12/10/18	TBUCH	Review documents re: claims analysis (7.3); prepare for and meet with J. Deal, J. Kochenash, and K. Rickert re: same (.3)	7.60	460.00	3,496.00
12/10/18	MLAUK	Review documents consistent with work plan (3.30); Meeting with team re: same (.30)	3.60	300.00	1,080.00
12/11/18	JDEAL	Discussion with J. Kochenash re: work plan	0.20	350.00	70.00
12/11/18	JDEAL	Document review re: work plan	5.30	350.00	1,855.00
12/11/18	JDEAL	Meeting with R. Bartley re: work plan	0.30	350.00	105.00
12/11/18	JDEAL	Draft email to R. Bartley re: work plan	0.20	350.00	70.00
12/11/18	RBART	Work with J. Deal re: finalizing review of document production and outcome (.3); discussion with J. Kochenash re: document review questions (.2)	0.50	565.00	282.50
12/11/18	RBART	Review docs selected from production	1.40	565.00	791.00
12/11/18	JKOCH	Review transaction documents	6.20	285.00	1,767.00
12/11/18	MLAUK	Document review pursuant to work plan	2.40	300.00	720.00
12/11/18	KRICK	Review documents re: claims analysis	4.10	300.00	1,230.00
12/11/18	TBUCH	Review documents re: claims analysis	4.30	460.00	1,978.00
12/12/18	RBART	Further consider and follow up to J. Deal re: document review	0.50	565.00	282.50
12/12/18	RBART	Continue review of documents within production with respect to work plan/RSC review	3.50	565.00	1,977.50
12/12/18	JDEAL	Draft email to D. Gillers (Paul Weiss) re: document access	0.10	350.00	35.00
12/12/18	JDEAL	Emails with R. Bartley re: work plan	0.20	350.00	70.00
12/12/18	JDEAL	Document review re: work plan	0.60	350.00	210.00
12/12/18	RBART	Call with T. Lii (.2) and P. Morgan (.1) re: RSC meeting; follow up correspondence to team re: status of RSC work plan, bid process (.3); Review ESL bid materials (.4); correspondence with J. Deal (.1) and review supplemental production materials (.7)	1.80	565.00	1,017.00
12/12/18	JDEAL	Phone call with J. Silberstein-Loeb (Paul Weiss) re: database access	0.10	350.00	35.00
12/12/18	TBUCH	Research related to claims analysis	0.20	460.00	92.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/12/18	PMORG	Call (.10) and emails (.20) with R. Bartley re: update on claims and discovery and related sale process	0.30	920.00	276.00
12/13/18	RBART	Correspondence with T. Lii re: RSC communications re: ESL bid	0.10	565.00	56.50
12/13/18	TBUCH	Research related to claims analysis	0.10	460.00	46.00
12/13/18	RBISS	Review response to ESL bid from WGM (.4); review email from R. Bartley re next steps for RSC (.2)	0.60	920.00	552.00
12/14/18	RBART	Review materials relevant to debt obligations and MTN sale	0.40	565.00	226.00
12/14/18	RBART	Review RSC correspondence to ESL re: bid	0.10	565.00	56.50
12/14/18	RBISS	Review response to ESL bid from PW re release issues and follow up re same	0.20	920.00	184.00
12/14/18	TBUCH	Research related to claims analysis	0.40	460.00	184.00
12/17/18	RBISS	Further review of response to ESL bid from PW re release issues and follow up re same	0.10	920.00	92.00
12/20/18	RBART	Provided update to YCST team re: status of ESL bid and RSC work plan	0.40	565.00	226.00
12/21/18	RBISS	Attention to status report memo from R. Bartley re developments	0.10	920.00	92.00
12/21/18	PMORG	Call with R. Bartley re: sale/release issues	0.20	920.00	184.00
12/26/18	PMORG	Review memo from R. Bartley re: developments on ESL bid and requested release of claims	0.10	920.00	92.00
12/26/18	TBUCH	Research related to claims analysis	0.20	460.00	92.00
12/28/18	JDEAL	Review emails from R. Bartley re: work plan	0.20	350.00	70.00
12/31/18	RBISS	Review email reports (x2) from R. Bartley re renewed ESL bid and release issues	0.30	920.00	276.00
Total			144.60		65,593.00

Task Code: B008

Meetings

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/14/18	RBART	Call with RSC (.8) and follow up with P. Morgan (.2) re: status of work plan and consideration of ESL bid	1.00	565.00	565.00
12/14/18	PMORG	Participate on update call with clients and co-counsel (.8); follow-up discussion with R. Bartley re: same (.2)	1.00	920.00	920.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/20/18	RBART	Discussion with P. Morgan and follow up emails with advisor group re: RSC meeting	0.10	565.00	56.50
12/20/18	PMORG	Conference call with clients and advisors re: analysis of ESL bid, response to same (.90); Emails with co-counsel, R. Bartley re: same (.20)	1.10	920.00	1,012.00
12/20/18	RBART	Participate in RSC meeting	0.50	565.00	282.50
12/20/18	RBART	Call with RSC re: ESL bid and work plan	0.90	565.00	508.50
Total			4.60		3,344.50

Task Code: B017 Retention of Professionals/Fee Issues

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/17/18	JKOCH	Emails (2) with R. Bartley and T. Lii re: disclosures	0.10	285.00	28.50
12/17/18	TBUCH	Email correspondence with R. Bartley (2x) and J. Kochenash re: revised billing rates	0.30	460.00	138.00
12/19/18	PMORG	Review email from Debtors' counsel re: fee application process and procedures; Emails with YCST team re: same	0.10	920.00	92.00
12/19/18	RBART	Correspondence with T. Lii, C. Diktaban, P. Morgan re: fee application process and November fee application filing/deadlines	0.20	565.00	113.00
12/20/18	PMORG	Review and Revise Correspondence to Weil re: payment on first fee statement	0.10	920.00	92.00
12/20/18	BWALT	Email to P. Morgan, R. Bartley and D. Willis re: payment of first fee statement	0.20	285.00	57.00
12/26/18	TBUCH	Review parties in interest re: supplemental disclosures	0.20	460.00	92.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/29/18	TBUCH	Review parties in interest re: potential supplemental disclosures	0.10	460.00	46.00

Total	1.30	658.50
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Task Code: B018 Fee Application Preparation

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/20/18	PMORG	Review November fee exhibits to ensure protection of privilege and compliance with local rules	1.60	920.00	1,472.00
12/27/18	PMORG	Review November fee exhibits to ensure protection of privilege and compliance with local rules	0.50	920.00	460.00
12/28/18	RBART	Review and approve November fee statement	0.20	565.00	113.00
12/28/18	BWALT	Prepare second monthly fee statement and coordinate filing and service with Paul Weiss	2.60	285.00	741.00
12/28/18	PMORG	Review/finalize November fee statement and notice of same; Confer with B. Walters re: same	0.10	920.00	92.00

Total	5.00	2,878.00
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Timekeeper Summary

<u>Initials</u>	<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BWALT	Brenda Walters	Paralegal	3.70	285.00	1,054.50
JDEAL	James M. Deal	Associate	33.10	350.00	11,585.00
JKOCH	Jared W. Kochenash	Associate	29.40	285.00	8,379.00
KRICK	Kevin P. Rickert	Associate	7.40	300.00	2,220.00
MLAUK	Michael A. Laukaitis II	Associate	6.00	300.00	1,800.00
PMORG	Pauline K. Morgan	Partner	13.20	920.00	12,144.00
RBISS	Rolin Bissell	Partner	8.40	920.00	7,728.00
RBART	Ryan M. Bartley	Partner	36.80	565.00	20,792.00
TBUCH	Travis G. Buchanan	Associate	28.00	460.00	12,880.00
Total			166.00		\$78,582.50

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Task Summary**Task Code:B001****Case Administration**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan M. Bartley	Partner	0.10	565.00	56.50
Jared W. Kochenash	Associate	0.20	285.00	57.00
Total		0.30		113.50

Task Code:B002**Court Hearings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.60	920.00	552.00
Ryan M. Bartley	Partner	4.60	565.00	2,599.00
Jared W. Kochenash	Associate	0.30	285.00	85.50
Brenda Walters	Paralegal	0.90	285.00	256.50
Total		6.40		3,493.00

Task Code:B003**Cash Collateral/DIP Financing**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.30	920.00	276.00
Total		0.30		276.00

Task Code:B006**Use, Sale or Lease of Property (363 issues)**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.70	920.00	644.00
Ryan M. Bartley	Partner	2.80	565.00	1,582.00
Total		3.50		2,226.00

Task Code:B007**Claims Analysis, Objections and Resolutions**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	7.10	920.00	6,532.00
Rolin Bissell	Partner	8.40	920.00	7,728.00
Ryan M. Bartley	Partner	26.40	565.00	14,916.00
James M. Deal	Associate	33.10	350.00	11,585.00
Jared W. Kochenash	Associate	28.80	285.00	8,208.00
Kevin P. Rickert	Associate	7.40	300.00	2,220.00
Michael A. Laukaitis II	Associate	6.00	300.00	1,800.00
Travis G. Buchanan	Associate	27.40	460.00	12,604.00
Total		144.60		65,593.00

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Task Code:B008**Meetings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	2.10	920.00	1,932.00
Ryan M. Bartley	Partner	2.50	565.00	1,412.50
Total		4.60		3,344.50

Task Code:B017**Retention of Professionals/Fee Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.20	920.00	184.00
Ryan M. Bartley	Partner	0.20	565.00	113.00
Jared W. Kochenash	Associate	0.10	285.00	28.50
Travis G. Buchanan	Associate	0.60	460.00	276.00
Brenda Walters	Paralegal	0.20	285.00	57.00
Total		1.30		658.50

Task Code:B018**Fee Application Preparation**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	2.20	920.00	2,024.00
Ryan M. Bartley	Partner	0.20	565.00	113.00
Brenda Walters	Paralegal	2.60	285.00	741.00
Total		5.00		2,878.00